

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re  ProAir Holdco, LLC  Debtor. <sup>1</sup>	Chapter 7  Case No. 22-11194 (LSS)
In re  ProAir Intermediate Holdco, LLC  Debtor.	Chapter 7  Case No. 22-11195 (LSS)
In re  ProAir, LLC  Debtor.	Chapter 7  Case No. 22-11196 (LSS)
In re  American Cooling Technology, LLC  Debtor.	Chapter 7  Case No. 22-11197 (LSS)

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<sup>1</sup> The Debtors in the above captioned Chapter 7 Cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: ProAir Holdco, LLC (1960), ProAir Intermediate Holdco, LLC (3331), ProAir, LLC (8392), American Cooling Technology, LLC (7742), Bus Air, LLC (8627) and Evans Tempcon Delaware, LLC (8229). The Debtors' principal place of business is 2900 County Road 6 West, Elkhart, IN 46514.

In re  Bus Air, LLC  Debtor.	Chapter 7  Case No. 22-11198 (LSS)
In re  Evans Tempcon Delaware, LLC  Debtor.	Chapter 7  Case No. 22-11198 (LSS)

**NOTES PERTAINING TO DEBTOR'S SCHEDULES  
AND ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

These notes (the “Notes”) relate to the Schedules of Assets and Liabilities (collectively, the “Schedules”) and the Statements of Financial Affairs (collectively, the “Statements”), prepared for ProAir Holdco, LLC, ProAir Intermediate Holdco, LLC, ProAir, LLC, American Cooling Technology, LLC, Bus Air, LLC and Evans Tempcon Delaware, LLC (collectively, the “Debtors”), who commenced their chapter 7 cases on November 16, 2022 (the “Petition”).

**GENERAL NOTES**

1. Sources and Limitations on Information Available to the Debtors. The Debtors have relied upon information received, either directly or indirectly from parties to prepare the Schedules and Statements and may not be able to independently verify the information set forth in the Schedules and Statements outside the reliance on those parties. As a result, inadvertent errors or omissions (either partial or complete) may exist in the Schedules and Statements, which could be material. Subsequent receipt and/or verification of information may result in material changes in financial data requiring amendment of the Schedules and Statements. Accordingly, the Schedules and Statements remain subject to further review and verification by the Debtors/Trustee and are subject to the limited availability of information to which the Debtors have access.
2. General Reservation of Rights; No Waiver. The Debtors and their estates reserve all of their rights with respect to any claims, defenses (including rights of offset and recoupment), and causes of action that they may have, and neither these Notes nor the Schedules and Statements shall in any way waive, prejudice, impair, or otherwise affect the assertion of such claims, defenses (including rights of offset and recoupment), and causes of action. The Debtors reserve the right to dispute, or to assert offsets or defenses to, including by an

amendment to the Schedules, any claim reflected on the Schedules as to amount, liability, priority, secured or unsecured status, classification, or the characterization of the structure of any transaction or any document or instrument related to a creditor's claim. Without limiting the foregoing, the inclusion on Schedule D of creditors that have asserted liens of any nature is not intended to be an acknowledgement of the validity, extent, or priority of any such liens, and the Debtors reserve their right to challenge such liens and the underlying claims on any ground whatsoever. In addition, the relative priority of any creditors listed on Schedule D remains subject to the intercreditor relationships in the governing documents. The failure to include any asset, executory contract or unexpired lease in the Schedules and Statements shall not be construed as an abandonment, waiver or relinquishment of the same.

**Fill in this information to identify the case:**Debtor name Bus Air, LLCUnited States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)Case number (If known): 22-11198 (LSS)☐ Check if this is an amended filing**Official Form 206Sum****Summary of Assets and Liabilities for Non-Individuals**

12/15

**Part 1: Summary of Assets****1. Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B* .....

\$0.00

**1b. Total personal property:**Copy line 91A from *Schedule A/B* .....

\$0.00

**1c. Total of all property:**Copy line 92 from *Schedule A/B* .....

\$0.00

**Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D* .....

\$14,222,670.38

**3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F* .....

\$0.00

**3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F* .....

+ \$ 3,949,363.90

**4. Total liabilities** .....

Lines 2 + 3a + 3b

\$18,172,034.28



**Fill in this information to identify the case:**Debtor name Bus Air, LLCUnited States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)Case number (If known): 22-11198 (LSS)☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets — Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

**Part 1: Cash and cash equivalents****1. Does the debtor have any cash or cash equivalents?**

- ☒ No. Go to Part 2.  
☐ Yes. Fill in the information below.

**All cash or cash equivalents owned or controlled by the debtor****Current value of debtor's interest****2. Cash on hand**\$ 0.00**3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm) Type of account Last 4 digits of account number

3.1. \_\_\_\_\_ \$ 0.00  
3.2. \_\_\_\_\_ \$ 0.00

**4. Other cash equivalents (Identify all)**

4.1. \_\_\_\_\_ \$ 0.00  
4.2. \_\_\_\_\_ \$ 0.00

**5. Total of Part 1**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 0.00**Part 2: Deposits and prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.  
☐ Yes. Fill in the information below.

**Current value of debtor's interest****7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

7.1. \_\_\_\_\_ \$ 0.00  
7.2. \_\_\_\_\_ \$ 0.00



**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

8.1. \_\_\_\_\_ \$ 0.00

8.2. \_\_\_\_\_ \$ 0.00

**9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$ 0.00

**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**☒ No. Go to Part 4.☐ Yes. Fill in the information below.**Current value of debtor's interest****11. Accounts receivable**11a. 90 days old or less: \_\_\_\_\_ = ..... → \$ 0.00  
face amount doubtful or uncollectible accounts11b. Over 90 days old: \_\_\_\_\_ = ..... → \$ 0.00  
face amount doubtful or uncollectible accounts**12. Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 0.00

**Part 4: Investments****13. Does the debtor own any investments?**☒ No. Go to Part 5.☐ Yes. Fill in the information below.**Valuation method used for current value****Current value of debtor's interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. \_\_\_\_\_ \$ 0.00

14.2. \_\_\_\_\_ \$ 0.00

**15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity:

% of ownership:

15.1. \_\_\_\_\_ % \_\_\_\_\_ \$ 0.00

15.2. \_\_\_\_\_ % \_\_\_\_\_ \$ 0.00

**16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe:

16.1. \_\_\_\_\_ \$ 0.00

16.2. \_\_\_\_\_ \$ 0.00

**17. Total of Part 4**

Add lines 14 through 16. Copy the total to line 83.

\$ 0.00



**Part 5: Inventory, excluding agriculture assets**

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.  
☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials		\$		\$ 0.00
20. Work in progress		\$		\$ 0.00
21. Finished goods, including goods held for resale		\$		\$ 0.00
22. Other inventory or supplies		\$		\$ 0.00
23. Total of Part 5				\$ 0.00

Add lines 19 through 22. Copy the total to line 84.

24. Is any of the property listed in Part 5 perishable?

- ☐ No  
☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No  
☐ Yes. Book value \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \_\_\_\_\_

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No  
☐ Yes

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.  
☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested	\$		\$ 0.00
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish	\$		\$ 0.00
30. Farm machinery and equipment (Other than titled motor vehicles)	\$		\$ 0.00
31. Farm and fishing supplies, chemicals, and feed	\$		\$ 0.00
32. Other farming and fishing-related property not already listed in Part 6	\$		\$ 0.00



33. **Total of Part 6.**

Add lines 28 through 32. Copy the total to line 85.

\$ 0.00

34. **Is the debtor a member of an agricultural cooperative?**☐ No☐ Yes. Is any of the debtor's property stored at the cooperative?☐ No☐ Yes35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**☐ No☐ Yes. Book value \$ \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \$ \_\_\_\_\_36. **Is a depreciation schedule available for any of the property listed in Part 6?**☐ No☐ Yes37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**☐ No☐ Yes**Part 7: Office furniture, fixtures, and equipment; and collectibles**38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**☒ No. Go to Part 8.☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. <b>Office furniture</b>			
_____	\$ _____	_____	\$ 0.00
40. <b>Office fixtures</b>			
_____	\$ _____	_____	\$ 0.00
41. <b>Office equipment, including all computer equipment and communication systems equipment and software</b>			
_____	\$ _____	_____	\$ 0.00
42. <b>Collectibles</b> <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1 _____	\$ _____	_____	\$ 0.00
42.2 _____	\$ _____	_____	\$ 0.00
42.3 _____	\$ _____	_____	\$ 0.00

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ 0.00

44. **Is a depreciation schedule available for any of the property listed in Part 7?**☐ No☐ Yes45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**☐ No☐ Yes



**Part 8: Machinery, equipment, and vehicles****46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
<b>47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles</b>			
47.1 _____	\$ _____	_____	\$ 0.00
47.2 _____	\$ _____	_____	\$ 0.00
47.3 _____	\$ _____	_____	\$ 0.00
47.4 _____	\$ _____	_____	\$ 0.00
<b>48. Watercraft, trailers, motors, and related accessories</b> Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels			
48.1 _____	\$ _____	_____	\$ 0.00
48.2 _____	\$ _____	_____	\$ 0.00
<b>49. Aircraft and accessories</b>			
49.1 _____	\$ _____	_____	\$ 0.00
49.2 _____	\$ _____	_____	\$ 0.00
<b>50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)</b>			
_____	\$ _____	_____	\$ 0.00
<b>51. Total of Part 8.</b> Add lines 47 through 50. Copy the total to line 87.			\$ 0.00

**52. Is a depreciation schedule available for any of the property listed in Part 8?**

- ☐ No
- ☐ Yes

**53. Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes



**Part 9: Real property****54. Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
- ☐ Yes. Fill in the information below.

**55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 _____	_____	\$ _____	_____	\$ 0.00
55.2 _____	_____	\$ _____	_____	\$ 0.00
55.3 _____	_____	\$ _____	_____	\$ 0.00
55.4 _____	_____	\$ _____	_____	\$ 0.00
55.5 _____	_____	\$ _____	_____	\$ 0.00
55.6 _____	_____	\$ _____	_____	\$ 0.00

**56. Total of Part 9.**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ 0.00

**57. Is a depreciation schedule available for any of the property listed in Part 9?**

- ☐ No
- ☐ Yes

**58. Has any of the property listed in Part 9 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

**Part 10: Intangibles and intellectual property****59. Does the debtor have any interests in intangibles or intellectual property?**

- ☒ No. Go to Part 11.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets	\$ _____	_____	\$ 0.00
61. Internet domain names and websites	\$ _____	_____	\$ 0.00
62. Licenses, franchises, and royalties	\$ _____	_____	\$ 0.00
63. Customer lists, mailing lists, or other compilations	\$ _____	_____	\$ 0.00
64. Other intangibles, or intellectual property	\$ _____	_____	\$ 0.00
65. Goodwill	\$ _____	_____	\$ 0.00

**66. Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\$ 0.00



67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No  
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No  
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☐ No  
☐ Yes

### Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.  
☐ Yes. Fill in the information below.

Current value of  
debtor's interest

71. Notes receivable

Description (include name of obligor)

\_\_\_\_\_ — \_\_\_\_\_ = → \$ 0.00  
Total face amount doubtful or uncollectible amount

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

_____	Tax year _____	\$ 0.00
_____	Tax year _____	\$ 0.00
_____	Tax year _____	\$ 0.00

73. Interests in insurance policies or annuities

\_\_\_\_\_ \$ 0.00

74. Causes of action against third parties (whether or not a lawsuit has been filed)

Lawsuit against former owner of Bus Air, LLC

Nature of claim Non-compete  
To be  
Amount requested \$ determined

\$ To be determined

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

Counter-claim by former owner of Bus Air, LLC

Nature of claim Counter claim under buy sell agreement  
Amount requested \$ To be determined

\$ To be determined

76. Trusts, equitable or future interests in property

\_\_\_\_\_ \$ 0.00

77. Other property of any kind not already listed Examples: Season tickets, country club membership

\_\_\_\_\_ \$ 0.00  
\_\_\_\_\_ \$ 0.00

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90

\$ 0.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☐ No  
☐ Yes



**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1.</i>	\$ <u>0.00</u>	
81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>	\$ <u>0.00</u>	
82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>	\$ <u>0.00</u>	
83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>	\$ <u>0.00</u>	
84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>	\$ <u>0.00</u>	
85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>	\$ <u>0.00</u>	
86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i>	\$ <u>0.00</u>	
87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>	\$ <u>0.00</u>	
88. <b>Real property.</b> <i>Copy line 56, Part 9.....</i> →		\$ <u>0.00</u>
89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>	\$ <u>0.00</u>	
90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i>	+ \$ <u>0.00</u>	
91. <b>Total.</b> Add lines 80 through 90 for each column. ....91a.	\$ <u>0.00</u>	+ 91b. \$ <u>0.00</u>
92. <b>Total of all property on Schedule A/B.</b> Lines 91a + 91b = 92. ....		\$ <u>0.00</u>

**Fill in this information to identify the case:**

Debtor name Bus Air, LLC  
United States Bankruptcy Court for the: \_\_\_\_\_ District of \_\_\_\_\_  
(State)  
Case number (If known): 22-11198 (LSS)

☐ Check if this is an amended filing

**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

**1. Do any creditors have claims secured by debtor's property?**

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.  
☒ Yes. Fill in all of the information below.

**Part 1: List Creditors Who Have Secured Claims****2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.**Column A****Amount of claim**

Do not deduct the value of collateral.

**Column B****Value of collateral that supports this claim****2.1 Creditor's name**See Scheduled D Attachment**Creditor's mailing address**  
\_\_\_\_\_  
\_\_\_\_\_**Creditor's email address, if known**  
\_\_\_\_\_**Date debt was incurred** \_\_\_\_\_**Last 4 digits of account number** \_\_\_\_\_**Do multiple creditors have an interest in the same property?**

- ☐ No  
☐ Yes. Specify each creditor, including this creditor, and its relative priority.  
\_\_\_\_\_  
\_\_\_\_\_

**Describe debtor's property that is subject to a lien**

\$ \_\_\_\_\_ \$ \_\_\_\_\_

**Describe the lien**  
\_\_\_\_\_**Is the creditor an insider or related party?**

- ☐ No  
☐ Yes

**Is anyone else liable on this claim?**

- ☐ No  
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

**As of the petition filing date, the claim is:**

Check all that apply.

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

**2.2 Creditor's name****Creditor's mailing address**  
\_\_\_\_\_  
\_\_\_\_\_**Creditor's email address, if known**  
\_\_\_\_\_**Date debt was incurred** \_\_\_\_\_**Last 4 digits of account number** \_\_\_\_\_**Do multiple creditors have an interest in the same property?**

- ☐ No  
☐ Yes. Have you already specified the relative priority?  
☐ No. Specify each creditor, including this creditor, and its relative priority.  
\_\_\_\_\_  
\_\_\_\_\_

- ☐ Yes. The relative priority of creditors is specified on lines \_\_\_\_\_

**Describe debtor's property that is subject to a lien**

\$ \_\_\_\_\_ \$ \_\_\_\_\_

**Describe the lien**  
\_\_\_\_\_**Is the creditor an insider or related party?**

- ☐ No  
☐ Yes

**Is anyone else liable on this claim?**

- ☐ No  
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

**As of the petition filing date, the claim is:**

Check all that apply.

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

**3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional**\$14,222,670.38**Page, if any.**page 1 of 1

**Fill in this information to identify the case:**

Debtor Bus Air, LLC

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number 22-11198 (LSS)  
(If known)

☐ Check if this is an  
amended filing

**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

**Part 1: List All Creditors with PRIORITY Unsecured Claims**

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.  
☐ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

**2.1** Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ \_\_\_\_\_

**Total claim****Priority amount**

\$ \_\_\_\_\_

Check all that apply.

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

Basis for the claim:

Is the claim subject to offset?

- ☐ No  
☐ Yes

Date or dates debt was incurred

Last 4 digits of account  
number \_\_\_\_\_Specify Code subsection of PRIORITY unsecured  
claim: 11 U.S.C. § 507(a) (\_\_\_\_)**2.2** Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ \_\_\_\_\_

\$ \_\_\_\_\_

Check all that apply.

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

Basis for the claim:

Is the claim subject to offset?

- ☐ No  
☐ Yes

Date or dates debt was incurred

Last 4 digits of account  
number \_\_\_\_\_Specify Code subsection of PRIORITY unsecured  
claim: 11 U.S.C. § 507(a) (\_\_\_\_)**2.3** Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ \_\_\_\_\_

\$ \_\_\_\_\_

Check all that apply.

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

Basis for the claim:

Is the claim subject to offset?

- ☐ No  
☐ Yes

Date or dates debt was incurred

Last 4 digits of account  
number \_\_\_\_\_Specify Code subsection of PRIORITY unsecured  
claim: 11 U.S.C. § 507(a) (\_\_\_\_)

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**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	<b>Nonpriority creditor's name and mailing address</b> Crystal Financail LLC 2 International Place Boston, MA 02110-4142  <b>Date or dates debt was incurred</b> 03/8/2022 <b>Last 4 digits of account number</b> _____	<b>As of the petition filing date, the claim is:</b> \$ 443,978.10 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> Term Loan <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.2	<b>Nonpriority creditor's name and mailing address</b> Crystal Financail SBIC LP 2 International Place Boston, MA 02110-4142  <b>Date or dates debt was incurred</b> 03/8/2022 <b>Last 4 digits of account number</b> _____	<b>As of the petition filing date, the claim is:</b> \$ 1,530,703.39 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> Term Loan <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.3	<b>Nonpriority creditor's name and mailing address</b> Portman Ridge Finance Corporation c/o BC Partners Inc. 650 Madison Avenue, 23 <sup>rd</sup> Floor New York, New York 10022-1029  <b>Date or dates debt was incurred</b> 03/8/2022 <b>Last 4 digits of account number</b> _____	<b>As of the petition filing date, the claim is:</b> \$ 1,974,682.41 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> Term Loan <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.4	<b>Nonpriority creditor's name and mailing address</b> _____ _____ _____  <b>Date or dates debt was incurred</b> _____ <b>Last 4 digits of account number</b> _____	<b>As of the petition filing date, the claim is:</b> \$ _____ <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> _____ <b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes
3.5	<b>Nonpriority creditor's name and mailing address</b> _____ _____ _____  <b>Date or dates debt was incurred</b> _____ <b>Last 4 digits of account number</b> _____	<b>As of the petition filing date, the claim is:</b> \$ _____ <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> _____ <b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes
3.6	<b>Nonpriority creditor's name and mailing address</b> _____ _____ _____  <b>Date or dates debt was incurred</b> _____ <b>Last 4 digits of account number</b> _____	<b>As of the petition filing date, the claim is:</b> \$ _____ <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> _____ <b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes



**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**

5. Add the amounts of priority and nonpriority unsecured claims.

**Total of claim amounts**5a. Total claims from Part 1 5a. \$ 0.005b. Total claims from Part 2 5b. + \$ 3,949,363.905c. Total of Parts 1 and 2 5c. \$ 3,949,363.90  
Lines 5a + 5b = 5c.



**Fill in this information to identify the case:**

Debtor name Bus Air, LLC

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number (If known): 22-11198 (LSS) Chapter 7

☐ Check if this is an amended filing

**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases****12/15**

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

**1. Does the debtor have any executory contracts or unexpired leases?**

- ☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.1	State what the contract or lease is for and the nature of the debtor's interest Capital Lease for TrumpF TruLaser 2030 Serial #A1321L0071 in Hazlet, TX Lease #40037713	TrumpF Finance 480 Washington Boulevard, 2 <sup>nd</sup> Floor Jersey City, NJ 07310
	State the term remaining 12/10/2024	
	List the contract number of any government contract	
2.2	State what the contract or lease is for and the nature of the debtor's interest	
	State the term remaining	
	List the contract number of any government contract	
2.3	State what the contract or lease is for and the nature of the debtor's interest	
	State the term remaining	
	List the contract number of any government contract	
2.4	State what the contract or lease is for and the nature of the debtor's interest	
	State the term remaining	
	List the contract number of any government contract	
2.5	State what the contract or lease is for and the nature of the debtor's interest	
	State the term remaining	
	List the contract number of any government contract	

page 1 of 1

**Fill in this information to identify the case:**

Debtor name Bus Air, LLC

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number (If known): 22-11198 (LSS)

☐ Check if this is an amended filing

**Official Form 206H****Schedule H: Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

**1. Does the debtor have any codebtors?**

☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.

☒ Yes

**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.**

**Column 1: Codebtor****Column 2: Creditor****Name****Mailing address****Name**

*Check all schedules that apply:*

2.1 See Schedule H  
Attachment

Street

City

State

ZIP Code

☐ D  
☐ E/F  
☐ G

2.2 \_\_\_\_\_

Street

City

State

ZIP Code

☐ D  
☐ E/F  
☐ G

2.3 \_\_\_\_\_

Street

City

State

ZIP Code

☐ D  
☐ E/F  
☐ G

2.4 \_\_\_\_\_

Street

City

State

ZIP Code

☐ D  
☐ E/F  
☐ G

2.5 \_\_\_\_\_

Street

City

State

ZIP Code

☐ D  
☐ E/F  
☐ G

2.6 \_\_\_\_\_

Street

City

State

ZIP Code

☐ D  
☐ E/F  
☐ G

page 1 of 1



**Fill in this information to identify the case and this filing:**

Debtor Name Bus Air, LLC

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
State)

Case number (if known): 22-11198 (LSS)

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

☒ *Schedule A/B: Assets-Real and Personal Property* (Official Form 206A/B)

☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)

☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)

☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)

☒ *Schedule H: Codebtors* (Official Form 206H)

☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)

☐ Amended Schedule \_\_\_\_\_

☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)

☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/29/2022  
MM / DD / YYYY

X /s/ Todd Courts  
Signature of individual signing on behalf of debtor

Todd Courts  
Printed name

Chief Financial Officer  
Position or relationship to debtor

In re Bus Air, LLC  
Case No. 22-11198 (LSS)  
Schedule D  
Secured Claims

Entity Name	Amount Owed	Contact Person	Email Address	Phone Number	Mailing Address	Category	Date Debt was Incurred	Describe Debtor's Property that is subject to a line	Describe the Lien	Is the Creditor an Insider or Related Party?	Is Anyone else liable for claim	As of the Petition Date, is the claim, contingent, unliquidated or <del>disputed</del> ?	Value of Collateral that supports the claim
Berkshire Bank	\$8,408,966.79 as of 11/15/2022	James Fox	JFox@berkshirebank.com	518-915-7323	One Van de Graff Drive, Suite 202, Burlington, MA 01803-5176	Revolver Loan	9/25/2017	Accounts Receivable and Inventory	LOC Collateralized by Working Capital Assets and two real estate entities	No	Related entities under ProAir Holdco, LLC	unliquidated	As of 11/11/2022 Collateral Report \$21,642,097.17
Crystal Financial SBIC LP	\$ 4,341,223.67	Michael Pizette	<a href="mailto:mpizette@slrCreditSolutions.com">mpizette@slrCreditSolutions.com</a>	617-428-8707	Crystal Financial SBIC LP 2 International Place Boston, MA 02110-4142	Term Loan	2/11/2022		Collateralized by substantially all assets of the Company except Working Capital Assets and two real estate entities	Yes	Related entities under ProAir Holdco, LLC	unliquidated	As of 9/30/2022 Financials \$2,072,430.65 Net Book Value
Crystal Financial LLC	\$ 1,259,165.74	Michael Pizette	<a href="mailto:mpizette@slrCreditSolutions.com">mpizette@slrCreditSolutions.com</a>	617-428-8707	Crystal Financial LLC 2 International Place Boston, MA 02110-4142	Term Loan	2/11/2022		Collateralized by substantially all assets of the Company except Working Capital Assets and two real estate entities	Yes	Related entities under ProAir Holdco, LLC	unliquidated	As of 9/30/2022 Financials \$2,072,430.65 Net Book Value
William S Karol	\$ 106,657.09	William S. Karol	<a href="mailto:wkaroj@koda.com">wkaroj@koda.com</a>	617-899-0629	51 Sawyer Rd, Suite 420, Waltham, MA 02453	Term Loan	2/11/2022		Collateralized by substantially all assets of the Company except Working Capital Assets and two real estate entities	Yes	Related entities under ProAir Holdco, LLC	unliquidated	As of 9/30/2022 Financials \$2,072,430.65 Net Book Value
William S Karol Family Trust	\$ 106,657.09	William S. Karol	<a href="mailto:wkaroj@koda.com">wkaroj@koda.com</a>	617-899-0629	51 Sawyer Rd, Suite 420 Waltham, MA 02453	Term Loan	2/11/2022		Collateralized by substantially all assets of the Company except Working Capital Assets and two real estate entities	Yes	Related entities under ProAir Holdco, LLC	unliquidated	As of 9/30/2022 Financials \$2,072,430.65 Net Book Value

**In re Bus Air, LLC**  
**Case No. 22-11198 (LSS)**  
**Schedule H**  
**Codebtor**

<b>Name of Codebtor</b>	<b>Mailing Address</b>	<b>Creditor</b>	<b>Schedules that Apply</b>
ProAir Intermediate Holdco, LLC,	2900 County Road 6 West, Elkhart IN 46514	Berkshire Bank	D
ProAir, LLC	2900 County Road 6 West, Elkhart IN 46514	Berkshire Bank	D
American Cooling Technology, LLC	2900 County Road 6 West, Elkhart IN 46514	Berkshire Bank	D
Evans Tempcon Delaware, LLC	2900 County Road 6 West, Elkhart IN 46514	Berkshire Bank	D
ProAir Intermediate Holdco, LLC,	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial SBIC LP	D
ProAir, LLC	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial SBIC LP	D
American Cooling Technology, LLC	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial SBIC LP	D
Evans Tempcon Delaware, LLC	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial SBIC LP	D
ProAir Intermediate Holdco, LLC,	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial LLC	D
ProAir, LLC	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial LLC	D
American Cooling Technology, LLC	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial LLC	D
Evans Tempcon Delaware, LLC	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial LLC	D
ProAir Intermediate Holdco, LLC,	2900 County Road 6 West, Elkhart IN 46514	William S Karol	D
ProAir, LLC	2900 County Road 6 West, Elkhart IN 46514	William S Karol	D
American Cooling Technology, LLC	2900 County Road 6 West, Elkhart IN 46514	William S Karol	D
Evans Tempcon Delaware, LLC	2900 County Road 6 West, Elkhart IN 46514	William S Karol	D
ProAir Intermediate Holdco, LLC,	2900 County Road 6 West, Elkhart IN 46514	William S Karol Family Trust	D
ProAir, LLC	2900 County Road 6 West, Elkhart IN 46514	William S Karol Family Trust	D
American Cooling Technology, LLC	2900 County Road 6 West, Elkhart IN 46514	William S Karol Family Trust	D
Evans Tempcon Delaware, LLC	2900 County Road 6 West, Elkhart IN 46514	William S Karol Family Trust	D
ProAir Intermediate Holdco, LLC,	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial SBIC LP	E
ProAir, LLC	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial SBIC LP	E
American Cooling Technology, LLC	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial SBIC LP	E
Evans Tempcon Delaware, LLC	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial SBIC LP	E
ProAir Intermediate Holdco, LLC,	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial LLC	E
ProAir, LLC	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial LLC	E
American Cooling Technology, LLC	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial LLC	E
Evans Tempcon Delaware, LLC	2900 County Road 6 West, Elkhart IN 46514	Crystal Financial LLC	E
ProAir Intermediate Holdco, LLC,	2900 County Road 6 West, Elkhart IN 46514	Portman Ridge Financial	E
ProAir, LLC	2900 County Road 6 West, Elkhart IN 46514	Portman Ridge Financial	E
American Cooling Technology, LLC	2900 County Road 6 West, Elkhart IN 46514	Portman Ridge Financial	E
Evans Tempcon Delaware, LLC	2900 County Road 6 West, Elkhart IN 46514	Portman Ridge Financial	E